



The Greenbrier Companies, Inc.

RECORDATION NO.

23982-7A

FILED

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

SEP 10 '04

3-55 PM

September 8, 2004

**SURFACE TRANSPORTATION BOARD**

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Schedule No. 2 dated May 1, 2004, to the Lease Agreement dated as of March 27, 2002, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of March 27, 2002, which was duly filed and recorded on March 28, 2002 and assigned Recordation Number 23982.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: Alaska Railroad Corporation  
327 West Ship Creek Avenue  
Anchorage, AK 99510-7500

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) 100-ton, 3,600 cf open top hopper cars with manual doors for coal or aggregate service, bearing marks and numbers in the series AOK 759 through AOK 790, not inclusive.

Mr. Vernon A. Williams  
September 8, 2004  
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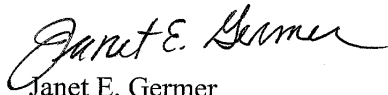
Also enclosed is a payment of \$30 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Schedule No. 2 dated as of May 1, 2004, to a Lease Agreement dated as of March 27, 2002 between Greenbrier Leasing Corporation, Lessor, and Alaska Railroad Corporation., Lessee.

Sincerely,

  
Janet E. Germer  
Executive Assistant

jeg  
Enclosure

cc: Robert W. Alvord, Esq.



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**MEMORANDUM OF LEASE AGREEMENT**

**BETWEEN**

**GREENBRIER LEASING CORPORATION ("LESSOR")**

**AND**

**ALASKA RAILROAD CORPORATION ("LESSEE")**

**MARCH 27, 2002**

**SCHEDULE NO. 2**

**MAY 1, 2004**

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Memorandum of a Lease Agreement for Schedule No. 2 dated as of May 1, 2004, to Lease Agreement dated as of March 27, 2002, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor") and Alaska Railroad Corporation, a public corporation of the State of Alaska ("Lessee").

**WITNESSETH:**

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) 100-ton, 3,600 cf open top hopper cars with manual doors for coal or aggregate service, bearing marks and numbers indicated in the attached Railcar List.
2. The Lease Agreement and Schedule No. 2 shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No. 2, as amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

NAME: NORRIS M. WEBB

TITLE: Executive Vice President

DATE: 9/3/04

LESSEE:

ALASKA RAILROAD CORPORATION

BY: [Signature] 8/27/04

ALASKA RAILROAD  
CORPORATION



**Robert C. Kooren**

Senior Coordinator, Railcar Fleet (Accounting Code 1233)  
AAR Railcar Billing, AAR Carhire, AAR Railcar Resource Information

327 W. Ship Creek Avenue, Anchorage, Alaska 99501  
P.O. Box 107500, Anchorage, Alaska, 99510-7500  
Office (907) 265-2673, Fax (907) 265-2413, e-mail: kooren@akrr.com

STATE OF OREGON )  
 ) ss.  
COUNTY OF CLACKAMAS )

On this 3rd day of September, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer  
NOTARY PUBLIC

My commission expires: 5/28/2006

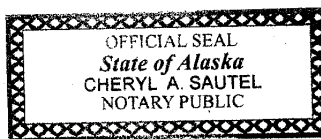


STATE OF Alaska )  
 ) ss.  
COUNTY OF Anchorage )

On this 27 day of August, 2004, before me personally appeared Robert C. Kooren, to me personally known, who being by me duly sworn, says that s/he is the Senior Coordinator, Railcar Fleet of Alaska Railroad Corporation, that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Cheryl A. Sautel  
NOTARY PUBLIC

My commission expires: 7-18-05



RAILCAR LIST

<u>Old Mark</u>	<u>New Mark</u>
WE 759	AOK 759
WE 760	AOK 760
WE 761	AOK 761
WE 763	AOK 763
WE 764	AOK 764
WE 767	AOK 767
WE 768	AOK 768
WE 773	AOK 773
WE 774	AOK 774
WE 778	AOK 778
WE 781	AOK 781
WE 782	AOK 782
WE 783	AOK 783
WE 784	AOK 784
WE 785	AOK 785
WE 786	AOK 786
WE 787	AOK 787
WE 788	AOK 788
WE 789	AOK 789
WE 790	AOK 790